

**THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
Norfolk Division**

R.M.S. TITANIC, INC.,
Successor in interest to Titanic Ventures,
limited partnership,

Plaintiff,

v.

Civil Action No. 2:93-cv-902

The Wrecked and Abandoned Vessel, . . .
believed to be the R.M.S. TITANIC, in rem,

Defendant.

MOTION TO INTERVENE

The Official Committee of Equity Security Holders (the “Equity Committee”), a party-in-interest in the Chapter 11 case of Premier Exhibitions, Inc. (“Premier”) and its subsidiaries,¹ pending in the United States Bankruptcy Court for the Middle District of Florida (the “Bankruptcy Court”), Case No. 3:16-bk-02230-PMG (the “Bankruptcy Case”), by its counsel, files this motion to intervene. R.M.S. Titanic, Inc. (“RMST”) is a subsidiary of Premier, a debtor in its own chapter 11 case, and is the Plaintiff in the above-captioned case. For the reasons set forth in the accompanying memorandum, the Equity Committee respectfully requests the Court grant this motion.

¹ The Debtors in the chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number include: RMS Titanic, Inc. (3162); Premier Exhibitions, Inc. (4922); Premier Exhibitions Management, LLC (3101); Arts and Exhibitions International, LLC (3101); Premier Exhibitions International, LLC (5075); Premier Exhibitions NYC, Inc. (9246); Premier Merchandising, LLC (3867); and Dinosaurs Unearthed Corp. (7309) (collectively, the “Debtors”). The Debtors’ service address is 3045 Kingston Court, Suite I, Peachtree Corners, Georgia 30071.

On or about June 1, 2018, the Equity Committee filed in the Bankruptcy Court its *Chapter 11 Plan of Reorganization Proposed By The Official Committee Of Equity Security Holders Of Premier Exhibitions, Inc.* (the “Equity Committee Plan”) [ECF No. 1045] and its *Disclosure Statement To Accompany Chapter 11 Plan Of Reorganization Proposed By The Official Committee Of Equity Security Holders Of Premier Exhibitions, Inc.* (the “Equity Committee Disclosure Statement”) [ECF No. 1044]. Counsel to the Equity Committee conferred with counsel to RMST and agreed that RMST would file a Periodic Report with this Court to which RMST would attach a copy of the Equity Committee Plan and the Equity Committee Disclosure Statement to keep this Court apprised of the filing of those pleadings. RMST filed that Periodic Report on or about June 12, 2018.

On or about July 25, 2018, the Bankruptcy Court held a status conference to consider, among other things, the procedure for consideration by the Bankruptcy Court of the Equity Committee Plan and Disclosure Statement, a plan and disclosure statement filed by the Official Committee of Unsecured Creditors,² and a sale motion filed by Premier, RMST’s parent.

On August 3, 2018, the Bankruptcy Court issued an amended order [ECF No. 1151] in the Bankruptcy Case stating, among other things, “the parties should take the steps that they believe are necessary for approval of the proposed sales by the District Court.” A copy of such order from the Bankruptcy Court is attached to the accompanying memorandum as Exhibit E. In the same order, the Bankruptcy Court stated:

The Titanic artifacts are subject to administration by the United States District Court for the Eastern District of Virginia and are also subject to the “Covenants and Conditions for the Future Disposition of Objects Recovered from the RMS Titanic by RMS Titanic, Inc. Pursuant to an In Specie Salvage Award Granted by the United States District Court for the Eastern District of Virginia.”

² RMST submitted the Creditors Committee Plan and Disclosure Statement to this Court as attachments to a Periodic Report filed by RMST.

* * *

Because the Debtor's assets are also subject to the jurisdiction of the District Court in Virginia, the parties should move in that Court for approvals or determinations required by the District Court to complete the proposed transactions. See, for example, In re Aqua Pesca, LLC, 2018 WL 3031085, at 4 (Bankr. D. Alaska) (A sale order directed the parties to take such "steps as are necessary or appropriate to obtain" the approval of the applicable licensing authority).

Pursuant to and in accordance with the order from the Bankruptcy Court, counsel for the Equity Committee files this motion to intervene in anticipation that the Equity Committee will seek relief from this Court in connection with the Equity Committee Plan, and such further and other relief as the Court may deem just and proper.

Dated: August 17, 2018.

Respectfully submitted,

**THE OFFICIAL COMMITTEE OF
EQUITY SECURITY HOLDERS OF
PREMIER EXHIBITIONS, INC.**

By Counsel:

/s/ Jeffrey G. Gilmore

Jeffrey G. Gilmore (VSB No. 21971)

John M. Neary (VSB No. 84984)

AKERMAN LLP

750 Ninth Street, N.W., Suite 750

Washington, D.C. 20001

Telephone: (202) 393-6222

Facsimile: (202) 393-5959

Email: jeff.gilmore@akerman.com

Email: john.neary@akerman.com

Jacob A. Brown (*Pro Hac Vice Application Forthcoming*)
Mary K. Fackler (*Pro Hac Vice Application Forthcoming*)

AKERMAN LLP

50 North Laura Street, Suite 3100

Jacksonville, FL 32202

Telephone: (904) 798-3700

Fax: (904) 798-3730

Email: jacob.brown@akerman.com

Email: katherine.fackler@akerman.com

Peter J. Gurfein (*Pro Hac Vice Application Pending*)

LANDAU GOTTFRIED & BERGER LLP

1801 Century Park East, Suite 700

Los Angeles, CA 90067

Telephone: (310) 691-7374

Fax: (310) 557-0056

Email: pgurfein@lgbfirm.com

CERTIFICATE OF SERVICE

I hereby certify that on the 17th day of August, 2018, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF System which will then send a notification of such filing (NEF) to the following:

Brian A. Wainger
KALEO LEGAL
4456 Corporation Lane, Suite 135
Virginia Beach, VA 23462
Telephone: (757) 965-6804
Email: bwainger@kaleolegal.com
*Counsel for Plaintiff R.M.S. Titanic, Inc.,
successor in interest to Titanic Ventures,
limited partnership*

Kent P. Porter
United States Attorney Office
101 West Main Street, Suite 8000
Norfolk, VA 23510
Telephone: (757) 441-6331
Email: kent.porter@usdoj.gov
Counsel for Amicus United States of America

Robert W. McFarland
MCGUIRE WOODS LLP
101 West Main Street, Suite 9000
Norfolk, VA 23510
Telephone: (757) 640-3700
Email: rmcfarland@mcguirewoods.com
*Counsel for Plaintiff R.M.S. Titanic, Inc.,
successor in interest to Titanic Ventures,
limited partnership*

/s/ Jeffrey G. Gilmore
Jeffrey G. Gilmore
AKERMAN LLP
750 Ninth Street, N.W., Suite 750
Washington, D.C. 20001
Telephone: (202) 393-6222
Email: jeff.gilmore@akerman.com
*Counsel for the Official Committee of Equity
Security Holders of Premier Exhibitions, Inc.*